



Nomination Committee Charter

Charter passed by the Board of the Squadron on #[insert date] in accordance with #[19] of the constitution of the Squadron (**Constitution**).

1. Purpose and Context of the Charter

It is important for all members that the Squadron is led, managed and overseen in a professional and responsible way by members who, collectively, represent the necessary expertise and experience needed to ensure the Squadron's financial and administrative success both now and into the future. The Nominations Committee (**Committee**) is a committee established by the Board of the Royal Queensland Yacht Squadron Limited (**Board**).

The Nominations Committee does **not** have the powers to directly propose, nominate or appoint Directors to the Squadron Board. Refer to the Constitution for rules in relation to the election of Directors.

This document (**Charter**), as amended from time to time, outlines the roles, responsibilities and composition of the Committee.

2. Interpretation

Unless the context requires otherwise, capitalised terms used but not otherwise defined in this Charter have the meaning given to them in the Constitution. The interpretation provisions set out in rule #[1] apply to the interpretation of this Charter.

3. Committee

- 3.1 The Board have delegated specific duties to the Committee with regard to the Director nomination process and skills-matrix mapping of Members who have expressed interest in the position of Director.
- 3.2 The Committee is responsible for communicating and presenting to Members and the Board on the following matters:
 - (a) the process and timelines for nomination and selection of Directors and Committee Members (which would include an advertised process to Members);

- (b) necessary and desirable Director competencies and experience, having regard to the Skills Matrix and the Squadron's current circumstances and future expectations.
- (c) Director performance, and arrange the process to independently review Director contributions to management of the Squadron;
- (d) succession plans for the Board and each Committee as well as plans to manage the succession of the CEO;
- (e) the assessment of the proposed and current Directors and Committee Members to ensure compliance with their duties having regard to the law and the highest standards of corporate governance.

3.3 The Committee will:

- (a) act impartially and independently;
- (b) review and assess the necessary and desirable skills, experience and diversity targets of the Board and Committees to identify deficiencies in the current composition and desirable competencies for new Directors and Committee Members;
- (c) develop (and periodically update) a skills matrix of necessary and desirable competencies of Directors (**Skills Matrix**) to ensure the Board has the requisite skills to guide the Squadron and fulfil the fiduciary obligations of the Director roles;
- (d) identify suitable candidates for nomination as Director to the Board to ensure an appropriate mix of expertise, experience, diversity and succession;
- (e) communicate and advertise to members (through the Advertising Notice) any vacancies within the Board of the Squadron and desired skills, as they become available;
- (f) review processes for the nomination of Directors to the Board (and Committees);
- (g) receive nominations from members wishing to be considered as Board Director candidates and map these against the Skills Matrix, in consultation with the nominated candidate;
- (h) assess the independence of each Director regularly, including any potential effect on independence arising out of the directorships held by, or offered to, each Director in other public companies;
- (i) develop and recommend a succession plan for each Director in order to maintain all necessary and desirable competencies; and
- (j) develop and implement induction programs for Directors, to ensure that they can effectively discharge their responsibilities.

- 3.4 For the purposes of clause 3.3(c), the Skills Matrix adopted by the Committee is as set out in Annexure A of this Charter. The Skills Matrix will be periodically reviewed depending on the Board vacancies, the desired competencies and experiences for the Board and the circumstances of the Squadron at the relevant time.
- 3.5 The Committee has the power to perform other duties that the Board deems appropriate, including assistance in the identification for potential candidates for other Committees Members, officers and employees of the Squadron.

4. Composition of the Committee

- 4.1 The Committee will consist of a total of six (6) members (**Committee Members**) appointed by the Board in accordance with clause 5 of this Charter and shall be comprised of the following:
- (a) two (2) Voting Members who are under forty (40) years of age on the date of their appointment;
 - (b) two (2) Voting Members who have been Members for a period of ten (10) years or more; and
 - (c) two (2) serving Ordinary Board Members.
- 4.2 The Committee will have a person appointed by the Board to the role of chairperson (**Committee Chair**) who must be one of the two (2) serving Ordinary Board Members.
- 4.3 The Secretary or its delegate will act as secretary to the Committee (**Committee Secretary**), unless otherwise determined by the Committee.

5. Committee Selection

- 5.1 Every two (2) years (or as positions expire/become available through other means) the Committee Chair will give notice calling for expressions of interest from Voting Members of the Squadron to participate in the Committee and setting out the application process for appointment to the Committee.
- 5.2 Any Voting Member eligible to be appointed to a Committee of the Squadron in accordance with rule #**15** of the Constitution may nominate themselves for appointment to the Committee.
- 5.3 Committee Members must have an appropriate level of understanding of:
- (a) the principles of corporate governance;
 - (b) the Squadron's businesses and organisation structure;
 - (c) the functions of the Board and the various roles and responsibilities of the Directors and other key executives; and

- (d) Company management, at a general level.
- 5.4 The two (2) Ordinary Board Members appointed to the Committee, having regard to clause 5.3 will review the Committee Member applications and select who will be appointed to the Committee.
- 5.5 The tenure of Committee Members (other than the Ordinary Board Members) is not fixed, however they may only serve a maximum of six (6) years and may be removed by the Board at any time.

6. Committee Meetings and Procedures

- 6.1 The Committee will meet to consider nomination issues as often as the Committee Chair deems necessary to ensure that the Committee fulfils its role and the objectives set out in this Charter. The Committee Chair must call a meeting at least once per year, in advance of the Annual General Meeting.
- 6.2 A quorum shall be at least three (3) Committee Members, provided that at least one (1) Ordinary Board Member is present.
- 6.3 If the Committee Chair is absent, the other Ordinary Board Member present shall be Chair or elect one of their number to chair the meeting.
- 6.4 Except as set out in this Charter, the Committee is subject to the Board's policies and any directions for engaging or seeking advice from financial and legal advisers. The Committee may seek any information it considers necessary in order to fulfil its responsibilities from:
 - (a) appropriate external advisers or consultants; and
 - (b) any executive or other employee of the Squadron;
 - (c) the Chair or any other Directorat the Company's expense and may do so with or without the prior approval or presence of the Board.
- 6.5 No member of the Committee shall participate in a review of their own performance or re-appointment
- 6.6 The Committee Chair (or its delegate) shall circulate the minutes of the meetings of the Committee to all members of the Committee for comment and change before being signed by the Committee Chair.
- 6.7 The Committee Chair will report the minutes to the Board at the Board meeting following the Committee meeting along with any recommendations of the Committee.

7. Eligibility Requirements

- 7.1 Minimum eligibility requirements for an Elected Director are set out in rule #[15.1] of the Constitution. Where a person is nominated for election as a Director, the Committee must ensure the following information is provided to the Board, and may be shared with members:
- (a) biographical and relevant professional qualifications or details (to support assessment against the Skills Matrix);
 - (b) details of material directorships; and
 - (c) if the director is standing for the first time:
 - (i) confirmation appropriate checks have been undertaken by the Squadron, including confirmation that the candidate has met all requisite criteria of the Corporations Act;
 - (ii) if any information of concern has been revealed by such checks and;
 - (iii) details of any potential conflicts of interest.
- 7.2 In the determination of the suitability of a candidate for a Director role, the Committee shall consider the potential contributions a candidate can bring to the Board in reference to the approved Skills Matrix, referenced in Annexure A.
- 7.3 The Committee will also take into consideration:
- (a) the expertise, skills, experience, perspectives and personal qualities and attributes that will best ensure Board effectiveness;
 - (b) the diversity of the Board composition;
 - (c) the capability of the candidate to devote the necessary time and commitment to the role;
 - (d) potential conflicts of interest and independence; and
 - (e) any restrictions under the Corporations Act which may prevent a person from being eligible for appointment as a Director.
- 7.4 It is a requirement that one of the Ordinary Board Members fulfil the Treasurer duties in accordance with rule #[14.6] of the Constitution. They should be duly skilled to perform this task.
- 7.5 The Skills Matrix and above criteria are for reference only and are not meant to be exhaustive or decisive. The criteria and the Skills Matrix will likely change from time to time as the external environment and needs of the Squadron and Members evolve.
- 7.6 The Committee shall take into consideration the benefits of a diversified Board when reviewing Board candidates for election.

8. Nominations Procedure

- 8.1 This section is to be read alongside rule #15 of the Constitution.
- 8.2 The nomination and selection process of new directors involves a total of four steps as outlined in the following provisions:

Step 1 Planning At least ninety (90) days prior to the annual general meeting (**AGM**) of the Squadron, the Committee is to determine guidelines and plans for nominating individuals with appropriate qualifications for thorough and timely consideration of new Directors for the election. The Committee is required to perform the following duties and propose for the Board's consideration and approval:

- (a) review and update of the existing director's knowledge capabilities, skills and experiences in the Skills Matrix (the Board will have the final say on the Skills Matrix);
- (b) identify potential member candidates for upcoming Board Director positions and encourage them to consider nomination for the role;
- (c) prepare a schedule for the rotation terms of the Board of Directors;
- (d) succession planning, including the preparation of a schedule for the rotation terms of the Board of Directors; and
- (e) propose a timeline for the nominations process in compliance with the meeting schedule the Board and annual general meeting, in consultation with the CEO.

Step 2 Nomination At least forty-five (45) days prior to the AGM, the Company must give notice to Members (**Advertising Notice**) calling for nominations for Director positions that will be vacant on the Board at the next AGM and outlining:

- (a) the Skills Matrix identified by the Committee and approved by the Board, particularly pertaining to skills and expertise that are desired to complement and balance the continuing Directors; and
- (b) the process for submitting the nominations (in accordance with rule #15 of the Constitution and the process communicated by the CEO);
- (c) any additional requirements which must be complied with to be eligible for nomination as a Director (including legal requirements such as the provision of a director identification number).

Members are invited to submit nominations using the nominations process communicated in the notice and by the CEO. There is no requirement for a proposer or seconder, however these may be included on the nomination. The Committee can identify people to be nominated.

Step 3 Validation

No less than thirty (30) days prior to the AGM, the Committee shall meet to review and assess all nominations received against the minimum requirements set out in clause **Error! Reference source not found.** and the Skills Matrix.

All nominees who meet the eligibility criteria in rule #15 and are eligible to be appointed as a director under the Corporations Act, regardless of whether they are self-nominated or identified by another member, and regardless of their assessment against the Skills Matrix, will be presented to the Members for voting at the next AGM.

Any nominations which the Committee determine are invalid will be contacted by a designated member of the Nominations Committee and informed of the reason for the invalid assessment.

Step 4 Election

All candidates for the Director positions will be announced at least twenty-one (21) days prior to the AGM in the notice to Members. Each candidate will have a consistent format of assessment against the Skills Matrix and is to be disclosed to all of the members to assist in their voting. A short biography or resume/CV can also be included in this disclosure, provided it meets criteria established and notified by the Committee.

An election to determine who will fill the Director position/s is to take place as per the process outlined in the Constitution.. The final decision on Director elections is based on Member votes. Once the winning vote is determined the former Director will step down and the new Director will be appointed.

The outcome of Member votes will be transparent to Members at the conclusion of the process.

9. Review and Assessment

- 9.1 The Board shall assess periodically the effectiveness of the Committee with a view to amending the Charter if necessary, to ensure that it meets best practice standards, complies with corporate governance principles and meets the needs of RQYS and the Committee.

9.2 Amendments to the Charter, other than updates for RQYS branding or position titles, are to be approved by the Board.

10. Disclosure of Charter

10.1 The Committee will review all reporting by the Company of its nomination policies and practices to ensure that the Company meets its disclosure obligations as required under the Corporations Act.

10.2 This Charter and any amendments will be made available on the Squadron's website.

11. Initial Committee Composition

11.1 The Board will appoint two (2) serving Directors who will be the Ordinary Board Member for the purposes of rule 4.1. The Board will conduct an expression of interest process for the remaining four (4) roles.

11.2 For the purposes of clause 4.1, the members of the Committee as at the date of approval of this Charter are

- (a) #[insert] (**Committee Chair**);
- (b) #[insert];
- (c) #[insert];
- (d) #[insert];
- (e) #[insert]; and
- (f) #[insert].

Date of resolution of the Board of Directors to approve this Charter: #[insert]

Date of next review of this Charter: #[insert]

Signed by the Chair of the Board:

#[insert name]

Annexure A Example Skills Matrix

Skills, experience, attribute	Flag Officer	Flag Officer	Flag Officer	Ordinary Board Member 1	Ordinary Board Member 2	Ordinary Board Member 3	Ordinary Board Member 4	Treasurer
Skills								
Strategic planning/strategy development								
Commercial/contract management								
Finance/accounting								
Legal/regulatory								
Hospitality								
Marketing & Communications								
Asset development/management								
Technology & Digital management								
Risk management								
Corporate governance								

Other of benefit to RQYS (e.g. Gov. relations, sport administration)								
Experience								
Previous relevant Board experience (member/chair)								
Senior Executive/Management experience (incl. CEO, CFO, etc.)								
Attributes								
Nature of activity/involvement with Squadron (e.g. on water activities, volunteering)								
RQYS Board/Committee Tenure (years & experience)								
Diversity								
Age (years old)								
Yacht ownership								
Membership Tenure (years)								